

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

----- X  
: Master File No. 09 Civ. 6351 (RJS)  
:  
: **NOTICE OF MOTION TO DISMISS**  
:  
:  
:  
:  
:  
: X  
-----

**IN RE WACHOVIA PREFERRED  
SECURITIES AND BOND/NOTES  
LITIGATION**

PLEASE TAKE NOTICE that, upon the accompanying affidavit of A. Robert Pietrzak, dated July 14, 2010, and the exhibits attached thereto, and the accompanying memorandum of law in support of the motion to dismiss the Amended Consolidated Class Action Complaint (“Complaint”) of defendants Banc of America Securities LLC, Barclays Capital Inc., BB&T Capital Markets, Citigroup Global Markets, Inc, Credit Suisse Securities (USA) LLC, Deutsche Bank Securities Inc., Goldman, Sachs & Co., Guzman & Company, Jackson Securities, LLC, Loop Capital Markets LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. Incorporated, M.R. Beal & Company, Muriel Siebert & Co., Inc., Samuel A. Ramirez & Company, Inc., Sandler O’Neill & Partners, L.P., UBS Securities LLC, and The Williams Capital Group, L.P. (collectively, the “Underwriter Defendants”), and all prior pleadings and proceedings in this action, the Underwriter Defendants will move this Court, before the Honorable Richard J. Sullivan on a date and at a time designated by the Court, for an order, pursuant to Rules 9(b), 12(b)(1) and 12(b)(6) of the Federal Rules of Civil Procedure, dismissing the Complaint against the Underwriter Defendants in its entirety and with prejudice, and for such other and further relief as the Court may deem just and proper.

Attached hereto as Exhibit A is a chart summarizing grounds for dismissal of the Complaint as more fully set forth in the accompanying memorandum of law in support of the motion to dismiss of the Underwriter Defendants.

In accordance with the schedule set forth by this Court, Plaintiffs' answering papers, if any, shall be filed by August 13, 2010, and the Underwriter Defendants' reply papers, if any, shall be filed by September 15, 2010.

Dated: New York, New York  
July 14, 2010

Respectfully submitted,

SIDLEY AUSTIN LLP

By: /s/ A. Robert Pietrzak  
A. Robert Pietrzak  
rpietrzak@sidley.com  
Saima S. Ahmed  
sahmed@sidley.com  
Owen H. Smith  
osmith@sidley.com

787 Seventh Avenue  
New York, New York 10019  
(212) 839-5300

Attorneys for Underwriter Defendants

Of Counsel:  
Sara B. Brody (Admitted *Pro Hac Vice*)  
sbrody@sidley.com  
Sidley Austin LLP  
555 California Street  
Suite 2000  
San Francisco, CA 94104  
(415) 772-1200

**EXHIBIT A****BASIS FOR DISMISSAL**<sup>1</sup>

<b>Offerings</b>	<b>Offering Date</b>	<b>No Lead or Named Plaintiff Purchased Securities in the Offering</b>	<b>The Only Purchases by a Lead or Named Plaintiff are Aftermarket Purchases And Cannot Be Traced to a Particular Registration Statement</b>	<b>The Lead or Named Plaintiff That Purchased in this Offering Did Not Suffer Any Losses</b>	<b>Plaintiffs Do Not Identify the Seller of the Securities</b>
7/31/06 Floating Rate Note Offering [\$400,000,000]	7/31/06	X			X
7/31/06 5.70% Note Offering [\$600,000,000]	7/31/06	X*			X
10/23/06 Floating Rate Note Offering [\$1,000,000,000]	10/23/06	X			X
10/23/06 5.30% Note Offering [\$1,100,000,000]	10/23/06	X*			X

<sup>1</sup> In addition to the several bases for dismissal set forth herein, the memoranda of law of the Underwriter Defendants and Wachovia Defendants set forth additional bases for dismissal, which the Underwriter Defendants incorporate by reference.

\*Although additional plaintiffs Iron Workers Locals 40, 361, 417 Union Security Funds and City of Livonia Employees' Retirement System allegedly purchased securities in these offerings, their claims are time-barred and do not cure the Complaint's standing defects, as set forth in detail in the Underwriter Defendant's Memorandum of Law.

<b>Offerings</b>	<b>Offering Date</b>	<b>No Lead or Named Plaintiff Purchased Securities in the Offering</b>	<b>The Only Purchases by a Lead or Named Plaintiff are Aftermarket Purchases And Cannot Be Traced to a Particular Registration Statement</b>	<b>The Lead or Named Plaintiff That Purchased in this Offering Did Not Suffer Any Losses</b>	<b>Plaintiffs Do Not Identify the Seller of the Securities</b>
10/23/06 5.625% Subordinated Note Offering [\$1,250,000,000]	10/23/06				X
10/23/06 Floating Rate Subordinated Note Offering [\$650,000,000]	10/23/06	X			X
12/13/06 Floating Rate Senior Note Offering [\$1,500,000,000]	12/13/06				X
10/23/06 Floating Rate Note Offering (Supplemental) [\$500,000,000]	2/12/07	X			X
10/23/06 5.30% Note Offering (Supplemental) [\$500,000,000]	2/12/07	X*			X
4/23/07 Floating Rate Note Offering [\$1,500,000,000]	4/23/07				X
6/8/07 Floating Rate Note Offering [\$900,000,000]	6/8/07	X			X

<b>Offerings</b>	<b>Offering Date</b>	<b>No Lead or Named Plaintiff Purchased Securities in the Offering</b>	<b>The Only Purchases by a Lead or Named Plaintiff are Aftermarket Purchases And Cannot Be Traced to a Particular Registration Statement</b>	<b>The Lead or Named Plaintiff That Purchased in this Offering Did Not Suffer Any Losses</b>	<b>Plaintiffs Do Not Identify the Seller of the Securities</b>
6/8/07 5.75% Note Offering [\$1,350,000,000]	6/8/07	X*			X
4/23/07 Floating Rate Note Offering (Supplemental) [\$100,000,000]	6/19/07		X		X
7/26/07 Floating Rate Note Offering [\$2,000,000,000]	7/26/07	X			X
8/20/07 Floating Rate Note Offering [\$1,750,000,000]	8/20/07	X			X
6/8/07 5.75% Note Offering (Supplemental) [\$350,000,000]	9/17/07	X*			X
7/31/06 5.70% Note Offering (Supplemental) [\$200,000,000]	11/14/07	X*			X
11/27/07 Floating Rate Note Offering [\$850,000,000]	11/27/07	X			X

<b>Offerings</b>	<b>Offering Date</b>	<b>No Lead or Named Plaintiff Purchased Securities in the Offering</b>	<b>The Only Purchases by a Lead or Named Plaintiff are Aftermarket Purchases And Cannot Be Traced to a Particular Registration Statement</b>	<b>The Lead or Named Plaintiff That Purchased in this Offering Did Not Suffer Any Losses</b>	<b>Plaintiffs Do Not Identify the Seller of the Securities</b>
11/27/07 Floating Rate Note Offering [\$260,000,000]	11/27/07	X			X
6/8/07 5.75% Note Offering (Supplemental) [\$250,000,000]	12/18/07	X*			X
1/31/08 5.75% Note Offering [\$2,500,000,000]	1/31/08				X
4/25/08 5.50% Fixed Rate Note Offering [\$2,850,000,000]	4/25/08			X*	X
4/25/08 Floating Rate Note Offering [\$650,000,000]	4/25/08				X
4/25/08 5.50% Fixed Rate Note Offering (Supplemental) [\$200,000,000]	5/29/08		X*		X

<b>Offerings</b>	<b>Offering Date</b>	<b>No Lead or Named Plaintiff Purchased Securities in the Offering</b>	<b>The Only Purchases by a Lead or Named Plaintiff are Aftermarket Purchases And Cannot Be Traced to a Particular Registration Statement</b>	<b>The Lead or Named Plaintiff That Purchased in this Offering Did Not Suffer Any Losses</b>	<b>Plaintiffs Do Not Identify the Seller of the Securities</b>
2/15/07 Wachovia Capital Trust IV 6.375% Trust Preferred Securities Offering [\$875,000,000]	2/15/07				X
5/8/07 Wachovia Capital Trust IX 6.375% Trust Preferred Securities Offering [\$750,000,000]	5/8/07				X
11/21/07 Wachovia Capital Trust X 7.85% Trust Preferred Securities Offering [\$750,000,000]	11/21/07				X
12/21/07 Series J Preferred Offering [\$2,000,000,000]	12/21/07				X
2/8/08 Series K Preferred Offering [\$3,500,000,000]	2/8/08				X

<b>Offerings</b>	<b>Offering Date</b>	<b>No Lead or Named Plaintiff Purchased Securities in the Offering</b>	<b>The Only Purchases by a Lead or Named Plaintiff are Aftermarket Purchases And Cannot Be Traced to a Particular Registration Statement</b>	<b>The Lead or Named Plaintiff That Purchased in this Offering Did Not Suffer Any Losses</b>	<b>Plaintiffs Do Not Identify the Seller of the Securities</b>
4/17/08 Series L Preferred Offering [\$4,025,000,000]	4/17/08				X